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**DENOX ENVIRONMENTAL & TECHNOLOGY HOLDINGS LIMITED**  
**迪諾斯環保科技控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1452)**

**(1) POLL RESULTS OF THE EGM HELD ON 5 JANUARY 2024**  
**AND**  
**(2) GRANT OF THE WHITEWASH WAIVER**

References are made to the announcement (the “**Announcement**”) of Denox Environmental & Technology Holdings Limited (the “**Company**”) dated 6 November 2023, the circular (the “**Circular**”) and the notice of the EGM (the “**Notice**”) both dated 15 December 2023 issued by the Company in relation to, among other things, the Share Subscription and the Whitewash Waiver. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

**POLL RESULTS OF THE EGM HELD ON 5 JANUARY 2024**

The Board is pleased to announce the poll results in respect of the EGM held on 5 January 2024. All the proposed ordinary resolution and special resolution (the “**Resolutions**”) as set out in the Notice were duly passed by the Independent Shareholders by way of poll at the EGM. The EGM was convened by the Board, and chaired and presided over by Ms. Chan Yeuk Wa, an independent non-executive Director. All Directors (except Mr. Ong Chor Wei, an independent non-executive Director who was unable to attend due to other work commitment) have attended the EGM either in person or by electronic means.

As at the date of the EGM, the issued share capital of the Company was 494,037,000 Shares. As disclosed in the Circular, the Subscriber, Ms. Zhao Shu, its associates, and parties acting in concert with any of them, and Fine Treasure Asia Holdings Limited and the Shareholders who are involved in or interested in the Share Subscription and/or Whitewash Waiver, which altogether hold 180,606,560 Shares of the Company, representing approximately 36.56% of the issued share capital of the Company as at the date of the EGM, are required to and had abstained from voting on the

Resolutions. Save for disclosed above, there was no Shareholder who was required to abstain from voting on the Resolutions, or required to abstain from voting in favor of the Resolutions. Accordingly, there were in aggregate 313,430,440 Shares entitling the holders of which to attend and vote for or against the Resolutions at the EGM.

No Shareholder had stated his/her/its intention in the Circular to vote against the Resolutions at the EGM.

The Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, was appointed as the scrutineer for vote-taking at the EGM. The number of Shares represented by votes for and against the Resolutions at the EGM was as follows:

		Number of Votes (cast and approximate percentage of total number of vote cast) (Note 2)	
		For	Against
<b>Ordinary Resolution (Note 1)</b>			
1.	<b>“THAT</b>		
	(a) the share subscription agreement (the “ <b>Share Subscription Agreement</b> ”) dated 6 November 2023 and entered into between the Company and Advant Performance Limited (the “ <b>Subscriber</b> ”) in relation to the Share Subscription and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;	119,509,676 (81.48%)	27,160,512 (18.52%)
	(b) all the transactions contemplated under the Share Subscription Agreement, including but not limited to the specific mandate to allot and issue the Subscription Shares by the Company to the Subscriber pursuant to the Share Subscription Agreement (the “ <b>Specific Mandate</b> ”), be and are hereby approved and the Board be and is hereby authorised to allot and issue the Subscription Shares to the Subscriber pursuant to the Share Subscription Agreement; and		
	(c) the Board be and is hereby authorised to do all such acts and things and sign all such documents and to take such steps as it considers necessary or expedient or desirable in connection with or to give effect to the Share Subscription Agreement and the transactions contemplated thereunder, including to the Specific Mandate, and the allotment and issue of the Subscription Shares and to agree to such variation, amendment or waiver as are, in the opinion of the Board, in the interests of the Company.		
As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed by the Independent Shareholders by way of poll as an ordinary resolution of the Company.			

		Number of Votes (cast and approximate percentage of total number of vote cast) (Note 2)	
		For	Against
<b>Special Resolution (Note 1)</b>			
2.	<b>“THAT</b>		
	subject to the granting of the Whitewash Waiver (as defined below) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his delegate(s) and any conditions that may be imposed thereon, the waiver (the <b>“Whitewash Waiver”</b> ) of the obligation on the part of the Subscriber to make a mandatory general offer for all the issued shares and other securities of the Company (other than those already owned or agreed to be acquired by Subscriber and parties acting in concert with it) which might otherwise arise as a result of the Subscriber subscribing for the Subscription Shares under the Share Subscription Agreement pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code be and is hereby approved, and that any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents under seal where applicable as he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver.	119,509,676 (81.48%)	27,160,512 (18.52%)
	As more than 75% of the votes were cast in favour of this resolution, this resolution was duly passed by the Independent Shareholders by way of poll as a special resolution of the Company.		

*Notes:*

1. Please refer to the Circular and the Notice for the full version of the Resolutions.
2. Calculated based on the total number of votes attaching to all the Shares held by the Independent Shareholders cast in person or by proxy at the EGM.
3. The percentage figures included in the poll results at the EGM above are subject to rounding adjustments.

## **GRANT OF THE WHITEWASH WAIVER**

The Executive has, on 3 January 2024, conditionally granted the Whitewash Waiver, subject to (i) (a) the Whitewash Waiver, and (b) the Share Subscription Agreement, the transactions contemplated thereunder and the Specific Mandate being separately approved by (A) at least 75% and (B) more than 50% respectively of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at a general meeting of the Company, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Subscriber and its concert parties between the date of the

Announcement and the Completion Date. The abovementioned condition (i) imposed by the Executive has been duly fulfilled as at the date of this announcement. Further announcement(s) will be made by the Company upon Completion.

## EFFECTS OF THE SHARE SUBSCRIPTION ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (a) as at the date of the EGM; and (b) immediately after Completion, assuming that there is no other change to the share capital and shareholding structure of the Company from the date of the EGM up to the Completion Date, are set out below:

Shareholders	As at the date of the EGM		Immediately after Completion	
	Number of Shares	Approximate %	Number of Shares	Approximate %
<b>Subscriber, Ms. Zhao Shu and parties acting, or presumed to be acting, in concert with any of them</b>				
The Subscriber ( <i>Note 1</i> )	153,031,609	30.98%	251,839,009	42.48%
Ms. Zhao Shu	24,612,477	4.98%	24,612,477	4.15%
Fine Treasure Asia Holdings Limited ( <i>Note 3</i> )	<u>2,962,474</u>	<u>0.60%</u>	<u>2,962,474</u>	<u>0.50%</u>
Subtotal	<u>180,606,560</u>	<u>36.56%</u>	<u>279,413,960</u>	<u>47.13%</u>
<b>Other Non-public Shareholder</b>				
<i>(Note 4)</i>				
EEC Technology Limited ( <i>Note 2</i> )	<u>51,075,015</u>	<u>10.34%</u>	<u>51,075,015</u>	<u>8.62%</u>
Subtotal	<u>51,075,015</u>	<u>10.34%</u>	<u>51,075,015</u>	<u>8.62%</u>
Public Shareholders	<u>262,355,425</u>	<u>53.10%</u>	<u>262,355,425</u>	<u>44.25%</u>
Total	<u>494,037,000</u>	<u>100.00%</u>	<u>592,844,400</u>	<u>100.00%</u>

Notes:

- (1) The Subscriber is wholly owned by Ms. Zhao Shu.
- (2) EEC Technology Limited is wholly owned by Mr. Li Xingwu.

- (3) Fine Treasure Asia Holdings Limited is wholly owned by Mr. Li Ke, who is presumed to be acting in concert with Ms. Zhao Shu under the Class (6) presumption of the definition of “acting in concert” under the Takeovers Code.
- (4) Save as disclosed, none of the Directors hold shares in the Company.
- (5) The percentage figures as set out above are subject to rounding adjustments.

**Since the Completion is subject to the fulfilment or waiver (as applicable) of the conditions precedent as set out in the Share Subscription Agreement, the Share Subscription may or may not proceed.**

**Shareholders and potential investors are reminded to exercise caution when dealing in the Shares, and are recommended to consult their stockbroker, bank manager, solicitor or other professional adviser if they are in any doubt about their position and as to actions that they should take.**

By Order of the Board  
**Denox Environmental & Technology Holdings Limited**  
**Zhao Shu**  
*Chairlady*

Hong Kong, 5 January 2024

*As at the date of this announcement, the Board comprises Ms. Zhao Shu and Mr. Li Ke as executive Directors; Mr. Li Xingwu as non-executive Director; and Ms. Chan Yeuk Wa, Mr. Li Min and Mr. Ong Chor Wei as independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*